

**TRAILER TRAIN
COMPANY**

300 SOUTH WACKER DRIVE • CHICAGO, ILLINOIS 60606
(312) 786-1200

RECORDATION NO. *943 C* Filed 1425 August 14, 1979
AUG 16 1979 - 10 50 AM
INTERSTATE COMMERCE COMMISSION

3-2231040
No. *100*
Date **AUG 16 1979**
Fee \$ *10.00*
Washington, D. C.

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sirs:

Will you please record as provided in the Interstate Commerce Act, 49 U.S.C. §11303, the Manufacturing Agreement Supplement No. 3, dated as of August 15, 1979, which supplements the Manufacturing Agreement dated as of May 1, 1978 between ACF INDUSTRIES, INCORPORATED and TRAILER TRAIN COMPANY. Five (5) counterpart originals of the Manufacturing Agreement are enclosed with this letter of transmittal, together with a check in the amount of \$10.

The information required for such recordation by order of the Interstate Commerce Commission is as follows:

1116.4(b) - The names and addresses of the parties to the transaction:

Manufacturer: ACF Industries, Incorporated
750 Third Avenue
New York, New York 10017

Company: Trailer Train Company
300 South Wacker Drive
Chicago, Illinois 60606

1116.4(c) - General description of the equipment:

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Units</u>	<u>Marked*</u>	<u>Numbered</u>
89'4", 70-ton capacity, hydraulic draft gear, flush deck, all purpose flatcar.	FC	100	TTX	974836-974935

*All units will have marked on each side thereof the following legend:

"OWNERSHIP SUBJECT TO A SECURITY AGREEMENT FILED WITH THE
INTERSTATE COMMERCE COMMISSION"

Counters - Eva Korompay

Secretary, ICC
August 14, 1979
Page Two

- 1116.4(e) - Prior recordations relating to this Manufacturing Agreement Supplement No. 3 have been made on May 3, 1978 at 11:40 a.m., recordation number 9363, on November 22, 1978 at 11:15 a.m., recordation number 9363-A, and on January 30, 1979 at 3:50 p.m., recordation number 9363-B.
- 1116.4(f) - Four (4) counterpart originals of the Manufacturing Agreement Supplement No. 3 being recorded should be returned to the undersigned at the above address.

Sincerely,



T.D. Marion
Assistant Treasurer

TDM:ml

Enclosures

RECORDATION NO. 9363-9
FILED 1425

AUG 16 1979 - 10 50 AM

MANUFACTURING AGREEMENT SUPPLEMENT NO. 3
INTERSTATE COMMERCE COMMISSION

dated as of August 15, 1979, between ACF Industries, Incorporated (hereinafter called the Manufacturer) and Trailer Train Company (hereinafter called the Company).

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of May 1, 1978, which was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on May 3, 1978, at 11:40 a.m., recordation number 9363, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new standard gauge railroad equipment.

The Units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3 and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

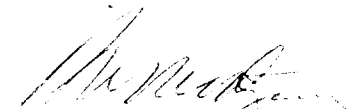
IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

ACF INDUSTRIES, INCORPORATED

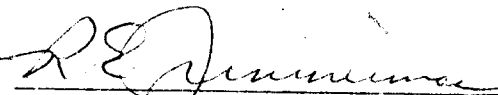
By 
Treasurer

CORPORATE SEAL

Attest:


Assistant Secretary

TRAILER TRAIN COMPANY

By 
Treasurer

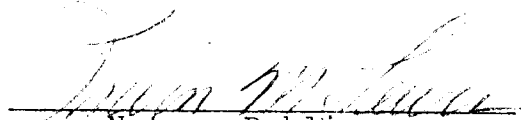
CORPORATE SEAL

Attest:


Assistant Secretary

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

On this 4th day of August, 1979, before me personally appeared **H. A. BORST**, to me personally known, who being by me duly sworn, says that he is Treasurer of ACF Industries, Incorporated, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

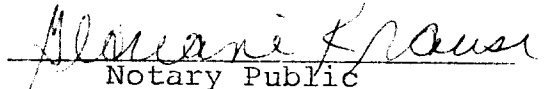
(NOTARIAL SEAL)

My Commission Expires:

IRWIN M. LEWIS
NOTARY PUBLIC, State of New York
No. 60-234777
Qualified in Westchester County
Certificate filed in New York County
Commission Expires March 30, 1981

STATE OF ILLINOIS)
COUNTY OF COOK) ss.:

On this th day of August, 1979, before me personally appeared R. E. Zimmerman, to me personally known, who being by me duly sworn, says that he is the Treasurer of Trailer Train Company; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(NOTARIAL SEAL)

My Commission expires October 12, 1982

ANNEX A
ACF INDUSTRIES, INCORPORATED
(Manufacturer)
TRAILER TRAIN COMPANY
(Company)

ITEM 1:

Type	Quantity	Numbers (Inclusive)	Unit Base Price	Total Base Price	Month of Delivery	Specification (Contract Number)
89'7", 70-ton capacity, hydraulic draft gear, flush deck, all purpose flatcars.	100	974836-974935	\$44,950.	\$4,495,000.	Aug-Sept. '79	T-4079-A

ITEM 2: February 15, 1980

ITEM 3: February 15, 1980

ITEM 4: 750 Third Avenue, New York, New York 10017

Interstate Commerce Commission
Washington, D.C. 20423

8/16/79

OFFICE OF THE SECRETARY

T.D. Marion
Assistant Treasurer
Trailer Train Company
300 S. Wacker Drive
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/16/79 at 10:50am, and assigned re-recording number(s). 9363-C

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)